

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

---

In re	)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,	)	Case No. 05-44481 (RDD)
	)	Jointly Administered
Reorganized Debtors.	)	

---

**JOINT STIPULATION AND AGREED ORDER  
DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 15606**

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Lockheed Martin Corporation (“Claimant”) respectfully submit this Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 15606 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates (collectively, the “Debtors”), predecessors of the Reorganized Debtors, filed voluntary petitions under chapter 11 of the title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Claimant filed proof of claim number 15606 (the “Claim”) against Delphi, which asserts a general unsecured non-priority claim in the amount of \$1,185,084.00 stemming from the supply of harnesses for Claimant’s HELLFIRE program.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. Article 9.6(a) of the Modified Plan provides that “[t]he

Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, on October 15, 2009, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors’ Thirty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Modify And Allow Certain Claim And (II) Expunge Certain (A) Duplicate SERP Claims, (B) Books And Records Claims, (C) Untimely Claims, And (D) Pension, Benefit, And OPEB Claims (Docket No. 18983) (the “Objection”).

WHEREAS, on November 13, 2009, Claimant filed its response to the Objection (Docket No. 19079) (the “Response”).

WHEREAS, on December 14, 2010, the Reorganized Debtors filed their Notice of Claims Objection Hearing With Respect to Reorganized Debtors’ Objection to Proof of Claim No. 15606 (Docket No. 20998), scheduling a claims objection hearing for the purposes of holding an evidentiary hearing on the merits of the Claim for February 17, 2011, at 10 a.m. (prevailing Eastern Time) in this Court.

WHEREAS, on December 21, 2010, the Reorganized Debtors filed their Statement of Disputed Issues With Respect to Proof of Claim Number 15606 (Lockheed Martin Corporation) (Docket No. 21034).

WHEREAS, to resolve the Objection with respect to the Claim, the Reorganized Debtors and Claimant entered into this Stipulation.

WHEREAS, pursuant to this Stipulation, Claimant acknowledges and agrees that the Claim shall be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any dispute arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 13th day of January, 2011.

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ Katie L. Cooperman

Barry N. Seidel  
Eric B. Fisher  
Katie L. Cooperman  
Butzel Long, a professional corporation  
380 Madison Avenue, 22nd Floor  
New York, New York 10017

Attorneys for Reorganized Debtors

/s/ Thomas O. Bean

Thomas O. Bean  
Peter Acton  
McDermott Will & Emery LLP  
28 State Street  
Boston, MA 02109

Attorneys for Lockheed Martin Corporation